

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
IRONCLAD PERFORMANCE WEAR CORPORATION		09/15/2006	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	WELLS FARGO CENTURY, INC.
Street Address:	333 South Grand Avenue, Suite 4150
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90071
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 35

Property Type	Number	Word Mark
Serial Number:	78659222	ROCKHANDLER
Serial Number:	78658312	DRI-T
Serial Number:	78655926	ICON
Registration Number:	3063746	BOX HANDLER
Serial Number:	78498030	SUMMIT
Serial Number:	78497598	IRONCLAD
Registration Number:	3033259	COMBO CUFF
Serial Number:	78445737	BULLWHIP LEATHER
Registration Number:	3002951	THERMOTEC
Registration Number:	3018657	RANCHWORX
Registration Number:	3018656	WORKCREW
Registration Number:	2955463	ROLLTOP
Registration Number:	2983648	CRYOFLEX

TRADEMARK

REEL: 003530 FRAME: 0381

900075463

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Registration Number:	3024112	TUNDRA
Registration Number:	3093559	EDG
Registration Number:	2957529	EVOLUTION
Registration Number:	2846194	I BREATHE
Serial Number:	76484793	BOXER
Registration Number:	2933689	CARGO BULL
Registration Number:	2846193	MACH 5
Registration Number:	2846192	FUSION FORCE
Registration Number:	2981388	GRIPTEC ADVANTAGE
Registration Number:	2929284	GRIPTEC STRIKER
Registration Number:	2811490	I
Registration Number:	2940477	FOREMAN
Registration Number:	2709098	AMERICA'S GLOVE COMPANY
Registration Number:	2686144	DURACLAD
Registration Number:	2891572	GRIPTEC
Registration Number:	2664542	COLD CONDITION
Registration Number:	2640998	WRENCHMEN
Registration Number:	2652607	IRONCLAD
Registration Number:	2705270	I
Serial Number:	78658314	1STLAYER
Registration Number:	2664543	EXTREME DUTY
Registration Number:	2942623	ADVANCED TOUCH

CORRESPONDENCE DATA

Fax Number: (213)630-5728
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 213-891-5011
 Email: jhawke@buchalter.com
 Correspondent Name: Jody Hawke
 Address Line 1: 1000 Wilshire Boulevard, Suite 1500
 Address Line 4: Los Angeles, CALIFORNIA 90017-2457

ATTORNEY DOCKET NUMBER:	C2133-0051
NAME OF SUBMITTER:	Jody Hawke
Signature:	/Jody Hawke/
Date:	04/26/2007

Total Attachments: 7

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**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

IRONCLAD PERFORMANCE WEAR CORPORATION (the "Grantor"), with an office at 2201 Park Place, Suite 101, El Segundo, California 90245, hereby acknowledges, as of September 15, 2006, the following:

Grantor and Wells Fargo Century, Inc. ("Factor"), with an office at 333 South Grand Avenue, Suite 4150, Los Angeles, California 90071, are parties to that certain Factoring Agreement; dated September 15, 2006 (the "Factoring Agreement"); and

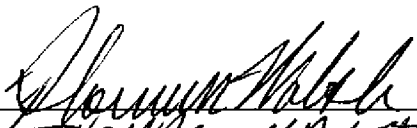
Under the terms of the Factoring Agreement, Grantor has granted to Factor, a security interest in: (a) the trademarks and trademark registrations and applications therefor which are identified on Schedule A attached hereto and incorporated herein by this reference (the "Trademarks"), together with the goodwill thereto; and (b) the copyright registrations and copyright licenses which are identified as Schedule B attached hereto and incorporated herein by this reference (the "Copyrights") owned by Grantor, and all actions for infringement concerning the foregoing.

Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Factor may have in any other collateral described in the Factoring Agreement or otherwise. Capitalized terms used but not defined herein shall have the meanings given them in the Factoring Agreement.

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IN WITNESS WHEREOF, the undersigned have duly executed this document as of the date written first above.

IRONCLAD PERFORMANCE WEAR
CORPORATION

By: 
Name: THOMAS WALSH
Title: EVP & CFO

S-1

Memorandum and Notice of Security Interest
in Intellectual Property

Schedule A**Trademarks**

No.	Liens/Status	Owner/Liens	Trademark	Serial No./ Reg. No.	File Date/ Reg. Date
1.	Pending	Ironclad Performance Wear Corp.	ROCKHANDLER	78-659,222	June 27, 2005
2.	Pending	Ironclad Performance Wear Corp.	1STLAYER	78-658,314	June 25, 2005
3.	Pending	Ironclad Performance Wear Corp.	DRI-T	78-658,312	June 25, 2005
4.	Pending	Ironclad Performance Wear Corp.	ICON	78-655,926	June 22, 2005
5.	Registered	Ironclad Performance Wear Corp.	BOX HANDLER	3, 063,746	February 28, 2006
6.	Pending	Ironclad Performance Wear Corp.	SUMMIT (and Design)	78-498,030	October 11, 2004
7.	Pending	Ironclad Performance Wear Corp.	IRONCLAD	78-497,598	October 11, 2004
8.	Registered	Ironclad Performance Wear Corp.	COMBO CUFF	3,033,259	December 20, 2005
9.	Pending	Ironclad Performance Wear Corp.	BULLWHIP LEATHER	78-445,737	July 2, 2004
10.	Registered	Ironclad Performance Wear Corp.	THERMOTEC	3,002,951	September 27, 2005
11.	Registered	Ironclad Performance Wear Corp.	RANCHWORX	3,018,657	November 22, 2005
12.	Registered	Ironclad Performance Wear Corp.	WORKCREW	3,018,656	November 22, 2005
13.	Registered	Ironclad Performance Wear Corp.	ROLLTOP	2,955,463	May 24, 2005
14.	Registered	Ironclad Performance Wear Corp.	CRYOFLEX	2,983,648	August 9, 2005
15.	Registered	Ironclad Performance Wear Corp.	TUNDRA	3,024,112	December 6, 2005
16.	Registered	Ironclad Performance Wear Corp.	EDG	3,093,559	May 16, 2006

No.	Liens/Status	Owner/Liens	Trademark	Serial No./ Reg. No.	File Date/ Reg. Date
17.	Registered	Ironclad Performance Wear Corp.	ADVANCED TOUCH	2,942,632	April 19, 2005
18.	Registered	Ironclad Performance Wear Corp.	EVOLUTION (Stylized letters)	2,957,529	May 31, 2005
19.	Registered	Ironclad Performance Wear Corp.	I BREATHE (Stylized letters)	2,846,194	May 25, 2004
20.	Pending	Ironclad Performance Wear Corp.	BOXER	76-484,793	January 24, 2003
21.	Registered	Ironclad Performance Wear Corp.	CARGO BULL	2,933,689	March 15, 2005
22.	Registered	Ironclad Performance Wear Corp.	MACH 5	2,846,193	May 25, 2004
23.	Registered	Ironclad Performance Wear Corp.	FUSION FORCE	2,846,192	May 25, 2004
24.	Registered	Ironclad Performance Wear Corp.	GRIPTEC ADVANTAGE	2,981,388	August 2, 2005
25.	Registered	Ironclad Performance Wear Corp.	GRIPTEC STRIKER	2,929,284	March 1, 2005
26.	Registered	Ironclad Performance Wear Corp.	I (Stylized letters)	2,811,490	February 3, 2004
27.	Registered	Ironclad Performance Wear Corp.	FOREMAN	2,940,477	April 12, 2005
28.	Registered	Ironclad Performance Wear Corp.	AMERICA'S GLOVE COMPANY	2,709,098	April 22, 2003
29.	Registered	Ironclad Performance Wear Corp.	DURACLAD	2,686,144	February 11, 2003
30.	Registered	Ironclad Performance Wear Corp.	GRIPTEC	2,891,572	October 5, 2004
31.	Registered	Ironclad Performance Wear Corp.	EXTREME DUTY	2,664,543	December 17, 2002
32.	Registered	Ironclad Performance Wear Corp.	COLD CONDITION	2,664,542	December 17, 2002
33.	Registered	Ironclad Performance Wear Corp.	WRENCHMEN	2,640,998	October 22, 2002

No.	Liens/Status	Owner/Liens	Trademark	Serial No./ Reg. No.	File Date/ Reg. Date
34.	Registered	Ironclad Performance Wear Corp.	IRONCLAD (and Design)	2,652,607	November 19, 2002
35.	Registered	Ironclad Performance Wear Corp.	I (and Design)	2,705,270	April 8, 2003

Schedule B

Patents

No.	Liens/Status	Owner/Liens	Patent Description	Applicat. No./ Publicat. No.	File Date/ Date
1.	Registered	Ironclad Performance Wear Corp.	Glove construction wherein palm material rolls over fingertip	20040250335	December 16, 2004
2.	Registered	Ironclad Performance Wear Corp.	Glove having molded rubber palm pattern with a portion that rolls over fingertips	20040025227	February 12, 2004
3.	Registered	Ironclad Performance Wear Corp.	Glove construction	20040025226	February 12, 2004

Schedule C**Copyrights**

No.	Liens/Status	Owner/Liens	Copyright Title	Registration No.	Date Registered
1.	Registered	Ironclad Performance Wear, Inc.	6X icon	VA1346636	December 20, 2005
2.	Registered	Ironclad Performance Wear, Inc.	UPF icon	VA1346635	December 20, 2005
3.	Registered	Ironclad Performance Wear, Inc.	Max strength icon	VA1346634	December 20, 2005
4.	Registered	Ironclad Performance Wear, Inc.	Range of motion icon	VA1346633	December 20, 2005
5.	Registered	Ironclad Performance Wear, Inc.	Temperature icon	VA1346632	December 20, 2005
6.	Registered	Ironclad Performance Wear, Inc.	Flat seam icon	VA1346631	December 20, 2005
7.	Registered	Ironclad Performance Wear, Inc.	Odor icon	VA1346630	December 20, 2005